

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:	)	Chapter 11
<b>RESIDENTIAL CAPITAL, LLC, et al.<sup>1</sup></b>	)	Case No. 12-10202 (ALG)
Debtors.	)	(Jointly Administered)
	)	

**AFFIDAVIT OF SERVICE**

I, P. Joseph Morrow IV, depose and say under the penalty of perjury:

1. I am a Director of Corporate Restructuring Services, employed by Kurtzman Carson Consultants LLC ("KCC"), the claims, noticing, and solicitation agent retained by Residential Capital, LLC, et al., (collectively, the "Debtors") to assist with the solicitation and voting process in the above-captioned Chapter 11 cases, pursuant to the **Order Authorizing Retention and Appointment of Kurtzman Carson Consultants LLC as Claims and Noticing Agent Under 28 U.S.C. § 156(c), 11 U.S.C. § 105(a), S.D.N.Y. LBR 5075-1 and General Order M-409 and Grating Related Relief** [Docket No. 96] entered by the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") on May 16, 2012; and **Order Pursuant to 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 Authorizing the Employment and Retention of Kurtzman Carson Consultants LLC as Administrative Agent, Nunc Pro Tunc to the Petition Date** [Docket No. 798] entered by the Bankruptcy Court on July 17, 2012.
2. I am over the age of 18 and not a party to this action. Except as otherwise noted, I could and would testify to the following based upon my personal knowledge. I submit this Affidavit of Service in connection with the service of Solicitation Packages (as defined herein) for the

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Residential Capital, LLC (0738); ditech, LLC (7228); DOA Holding Properties, LLC (4257); DOA Properties IX (Lots-Other), LLC (3274); EPRE LLC (7974); Equity Investment I, LLC (2797); ETS of Virginia, Inc. (1445); ETS of Washington, Inc. (0665); Executive Trustee Services, LLC (8943); GMAC Model Home Finance I, LLC (8469); GMAC Mortgage USA Corporation (6930); GMAC Mortgage, LLC (4840); GMAC Residential Holding Company, LLC (2190); GMAC RH Settlement Services, LLC (6156); GMACM Borrower LLC (4887); GMACM REO LLC (2043); GMACR Mortgage Products, LLC (6369); GMAC-RFC Holding Company, LLC (3763); HFN REO Sub II, LLC (N/A); Home Connects Lending Services, LLC (9412); Homecomings Financial Real Estate Holdings, LLC (6869); Homecomings Financial, LLC (9458); Ladue Associates, Inc. (3048); Passive Asset Transactions, LLC (4130); PATI A, LLC (2729); PATI B, LLC (2937); PATI Real Estate Holdings, LLC (5201); RAHI A, LLC (3321); RAHI B, LLC (3553); RAHI Real Estate Holdings, LLC (5287); RCSFJV204, LLC (2722); Residential Accredit Loans, Inc. (8240); Residential Asset Mortgage Products, Inc. (5181); Residential Asset Securities Corporation (2653); Residential Consumer Services of Alabama, LLC (5449); Residential Consumer Services of Ohio, LLC (4796); Residential Consumer Services of Texas, LLC (0515); Residential Consumer Services, LLC (2167); Residential Funding Company, LLC (1336); Residential Funding Mortgage Exchange, LLC (4247); Residential Funding Mortgage Securities I, Inc. (6294); Residential Funding Mortgage Securities II, Inc. (8858); Residential Funding Real Estate Holdings, LLC (6505); Residential Mortgage Real Estate Holdings, LLC (7180); RFC Asset Holdings II, LLC (4034); RFC Asset Management, LLC (4678); RFC Borrower LLC (5558); RFC Constructing Funding, LLC (5730); RFC REO LLC (2407); RFC SFJV-2002, LLC (4670); RFC-GSAP Servicer Advance, LLC (0289)

**Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors** [Exhibit 1 to Docket No. 4819] (the “Joint Plan”).

3. On August 23, 2013, the Court entered the **Order (I) Approving Disclosure Statement, (II) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Plan Proponents' Joint Chapter 11 Plan, (III) Approving the Form of Ballots, (IV) Scheduling a Hearing on Confirmation of the Plan, (V) Approving Procedures for Notice of the Confirmation Hearing and for Filing Objections to Confirmation of Plan, and (VI) Granting Related Relief** [Docket No. 4809] (the “Disclosure Statement Order”).
4. KCC is charged with the duty of printing and distributing Solicitation Packages (as defined herein) to creditors and other parties in interest in these chapter 11 cases pursuant to the instructions set forth in the Disclosure Statement Order.
5. The following documents and materials were approved by the Court for distribution to holders of claims entitled to vote on the Joint Plan (collectively, the “Solicitation Packages”):
  - a. a CD-ROM, (the “Solicitation CD-ROM”), or where appropriate, an electronic version of the same (the “Electronic Solicitation Documents”), containing:
    - i. **Solicitation Version of Disclosure Statement for the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors** [Docket No. 4819] (including the Joint Plan and the exhibits thereto) (the “Disclosure Statement”);
    - ii. **Disclosure Statement Order** (*without exhibits*).
  - b. A ballot for accepting or rejecting the Joint Plan, intended for the appropriate voting class as described below:
    - i. **Class R-4 – Unsecured Claims, Class GS-4A – GMAMC Unsecured Claims, Class GS-4B – ETS Unsecured Claims, and Class RS-4 – RFC Unsecured Claims** (the “Unsecured Ballot”);
    - ii. **Class R-5 – Borrowers Claims, Class GS-5 – Borrowers Claims, and Class RS-5 – Borrowers Claims** (the “Borrower Ballot”);

- iii. **Class R-6 – Private Securities Claims, Class GS-6 – Private Securities Claims, and Class RS-6 – Private Securities Claims** (the “Private Securities Ballot”);
- iv. **Class R-7 – NJ Carpenters Claims and Class RS-7 – NJ Carpenters Claims** (the “NJ Carpenters Ballot”);
- v. **Class R-8 – General Unsecured Convenience Claims, Class GS-8 – General Unsecured Convenience Claims, and Class RS-8 – General Unsecured Convenience Claims** (the “General Unsecured Convenience Claims Ballot”);
- vi. **Class R-11 – FHFA Claims and Class RS-11 – FHFA Claims** (the “FHFA Claims Ballot”);

- c. **Notice of Hearing to Consider Confirmation of Debtors’ Joint Chapter 11 Plan of Reorganization** [Exhibit F to Docket No. 4814] (the “Confirmation Hearing Notice”);
- d. **Creditors’ Committee Recommendation Letter for Borrowers** [Exhibit D to Docket No. 4814] (the “Recommendation Letter for Borrowers”);
- e. **Creditors’ Committee Recommendation Letter for Unsecured Creditors** [Exhibit D to Docket No. 4814] (the “Recommendation Letter for Unsecured Creditors”); and
- f. a pre-addressed, postage pre-paid return envelope, as applicable (the “Return Envelope”).

6. Additionally, the following notices were approved by the Court for distribution:

- a. **Notice of Non-Voting Status with Respect to Unimpaired Classes Presumed to Accept the Plan Proponent’s Plan** [Exhibit B to Docket No. 4814] (the “Notice of Non-Voting Status - Unimpaired Classes”)
- b. **Notice of Non-Voting Status with Respect to Impaired Classes Deemed to Reject the Plan Proponent’s Plan** [Exhibit C to Docket No. 4814] (the “(the “Notice of Non-Voting Status - Impaired Classes”)

7. On August 29, 2013, at my direction and under my supervision, employees of KCC sent a Solicitation CD-ROM, Unsecured Ballot, Return Envelope, Confirmation Hearing Notice,

and Recommendation Letter for Unsecured Creditors via First Class U.S. Mail to the service list attached hereto as **Exhibit A**.

8. On August 29, 2013, at my direction and under my supervision, employees of KCC sent a Solicitation CD-ROM, General Unsecured Convenience Ballot, Return Envelope, Confirmation Hearing Notice, and Recommendation Letter for Unsecured Creditors via First Class U.S. Mail to the service list attached hereto as **Exhibit B**.
9. On August 29, 2013, at my direction and under my supervision, employees of KCC sent a Solicitation CD-ROM, FHFA Ballot, Return Envelope, Confirmation Hearing Notice, and Creditors Recommendation Letter for Unsecured Creditors via First Class U.S. Mail to the service list attached hereto as **Exhibit C**.
10. On August 29, 2013, at my direction and under my supervision, employees of KCC sent a Solicitation CD-ROM, NJ Carpenters Ballot, Return Envelope, Confirmation Hearing Notice, and Recommendation Letter for Unsecured Creditors via First Class U.S. Mail to the service list attached hereto as **Exhibit D**.
11. On August 29, 2013, at my direction and under my supervision, employees of KCC sent a Solicitation CD-ROM, Private Securities Ballot, Return Envelope, Confirmation Hearing Notice, and Recommendation Letter for Unsecured Creditors via First Class U.S. Mail to the service list attached hereto as **Exhibit E**.
12. On August 29, 2013, at my direction and under my supervision, employees of KCC sent a Solicitation CD-ROM, RMBS Ballot, Return Envelope, Confirmation Hearing Notice, and Recommendation Letter for Unsecured Creditors via First Class U.S. Mail to the service list attached hereto as **Exhibit F**.
13. On August 29, 2013, at my direction and under my supervision, employees of KCC sent a Solicitation CD-ROM, Borrower Ballot, Return Envelope, Confirmation Hearing Notice, and Recommendation Letter for Borrowers via First Class U.S. Mail to the service list attached hereto as **Exhibit G**.

14. On August 29, 2013, at my direction and under my supervision, employees of KCC sent a Notice of Non-Voting Status - Unimpaired Classes via First Class U.S. Mail on the service list attached hereto as **Exhibit H**.
15. On August 29, 2013, at my direction and under my supervision, employees of KCC sent a Notice of Non-Voting Status - Impaired Classes via First Class U.S. Mail on the service list attached hereto as **Exhibit I**.
16. On August 29, 2013, at my direction and under my supervision, employees of KCC sent a Solicitation CD-ROM, and Confirmation Hearing Notice via First Class U.S. Mail on the service list attached hereto as **Exhibit J**.
17. On August 30, 2013, at my direction and under my supervision, employees of KCC sent a Solicitation CD-ROM, and Confirmation Hearing Notice via First Class U.S. Mail on the service list attached hereto as **Exhibit K**.
18. On August 29, 2013, at my direction and under my supervision, employees of KCC sent a Confirmation Hearing Notice via First Class U.S. Mail to the service list attached hereto as **Exhibit L**.
19. On or before September 6, 2013, at my direction and under my supervision, employees of KCC sent a Confirmation Hearing Notice via First Class U.S. Mail on the on the General Servicing Customers, Subservicers, Customers in Bankruptcy, and Consumer Lending Customers (Due to the voluminous and confidential nature of these lists, the Exhibits are not attached hereto and are on file with KCC).
20. On August 29, 2013, at my direction and under my supervision, employees of KCC caused the following documents to be served 1) via Overnight mail on the service list attached hereto as **Exhibit M** for subsequent distribution to beneficial holders of the securities listed on the attached **Exhibit N**; and 2) via First Class mail to the parties on the service list attached hereto as **Exhibit O**; and 3) via Email to the parties on the service list attached hereto as **Exhibit P**:
  1. Solicitation CD-ROM

2. Confirmation Hearing Notice
3. Recommendation Letter for Unsecured Creditors
4. Green, Beneficial Holder Ballot for CUSIP 76113B AE 9, Code A [Attached hereto as Exhibit Q]
5. Gray, Beneficial Holder Ballot for CUSIP 76113B AR 0, Code B [Attached hereto as Exhibit R]
6. Blue, Beneficial Holder Ballot for CUSIP 76114E AC 6, Code C [Attached hereto as Exhibit S]
7. White, Beneficial Holder Ballot for ISIN XS0254758872, Code D [Attached hereto as Exhibit T]
8. White, Beneficial Holder Ballot for ISIN XS0254759920, Code E [Attached hereto as Exhibit U]
9. White, Beneficial Holder Ballot for ISIN XS0307841469, Code F [Attached hereto as Exhibit V]

**21.** On August 29, 2013, at my direction and under my supervision, employees of KCC caused the following documents to be served 1) via First Class mail to the parties on the service list attached hereto as Exhibit W; and 2) via Email to the parties attached hereto as Exhibit P:

1. Green, Master Ballot for CUSIP 76113B AE 9, Code MB-A [Attached hereto as Exhibit X]
2. Gray, Master Ballot for CUSIP 76113B AR 0, Code MB-B [Attached hereto as Exhibit Y]
3. Blue, Master Ballot for CUSIP 76114E AC 6, Code MB-C [Attached hereto as Exhibit Z]
4. White, Master Ballot for ISIN XS0254758872, Code MB-D [Attached hereto as Exhibit AA]
5. White, Master Ballot for ISIN XS0254759920, Code MB-E [Attached hereto as Exhibit BB]
6. White, Master Ballot for ISIN XS0307841469, Code MB-F [Attached hereto as Exhibit CC]
7. Business Reply Envelope

**22.** On August 29, 2013, at my direction and under my supervision, employees of KCC caused the following documents to be served 1) via Overnight mail on the service list attached hereto as Exhibit M for subsequent distribution to beneficial holders of the security listed on the attached Exhibit DD; and 2) via First Class mail to the parties on the service list attached hereto as Exhibit EE; and 3) via Email to the parties on the service list attached hereto as Exhibit P:

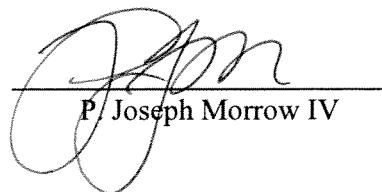
1. Solicitation CD-ROM
2. Confirmation Hearing Notice
3. Beneficial Holder Ballot Booklet for CUSIP 76114E AH 5, Codes G, H & I [Attached hereto as Exhibit FF]

23. On August 29, 2013, at my direction and under my supervision, employees of KCC caused the following documents to be served 1) via First Class mail to the parties on the service list attached hereto as Exhibit GG; and 2) via Email to the parties attached hereto as Exhibit P:

1. Yellow, Master Ballot for CUSIP 76114E AH 5, Code MB-G [Attached hereto as Exhibit HH]
2. Green, Master Ballot for CUSIP 76114E AH 5, Code MB-H [Attached hereto as Exhibit II]
3. Blue, Master Ballot for CUSIP 76114E AH 5, Code MB-I [Attached hereto as Exhibit JJ]
4. Business Reply Envelope

24. On September 16, at my direction and under my supervision, employees of KCC sent a Revised Unsecured Ballot, Return Envelope, and Letter regarding the updated Ballot for Unsecured Creditors via First Class U.S. Mail to the service list attached hereto as Exhibit A.

Dated: September 23, 2013



P. Joseph Morrow IV

State of California  
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 23<sup>rd</sup> of September, 2013, by P. Joseph Morrow IV, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: 

